



EVANS RAILCAR LEASING COMPANY

AFFILIATE OF EVANS TRANSPORTATION COMPANY

The East Tower, Suite 900 • 2550 Golf Road • Rolling Meadows, IL 60008 • 312/640-7000

14059-VVV

6-265A068

RECORDATION NO. 14059-VVV Filed & Recorded

No.

Date SEP 22 1986

SEP 22 1985 12:45 PM

Fee \$

10.00

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

September 1, 1986

100 OF 100 OF
THE ORIGINAL
SEP 22 12 37 PM '86
MOTOR OPERATING UNIT

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. Section 11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing five fully executed counterparts of that certain Amendment to Security Agreement ("Amendment") dated as of September 1, 1986. The parties to the Amendment are:

Debtor: Evans Railcar Leasing Company
The East Tower, Suite 900
2550 Golf Road
Rolling Meadows, Illinois 60008

Secured Party: Manufacturers Hanover Trust Company,
as Agent
270 Park Avenue
New York, New York 10017

The enclosed Amendment relates to that certain Security Agreement dated as of May 20, 1983 and recorded with Interstate Commerce Commission on June 17, 1983 as ICC Recordation No. 14059. Accordingly, we request that the Amendment be filed as subfilings under that number.

C. J. Kopylov

0

Secretary
Interstate Commerce Commission

September 1, 1986
Page Two

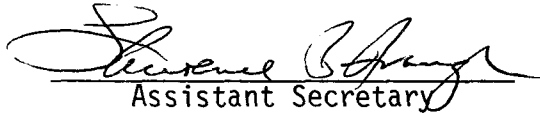
A description of the equipment being added to the Security Agreement is attached hereto as Exhibit A and a description of the equipment being deleted from the Security Agreement is attached hereto as Exhibit B.

Enclosed herewith is a check in the amount of \$10 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the Amendment not required to be kept by you, or, if it is not possible to return them to the bearer, send them to:
Mr. Gerald E. Beatty, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY


Assistant Secretary

Enclosure/s

EXHIBIT B
COLLATERAL DELETIONS
AUGUST 31, 1986

18:31 MONDAY, AUGUST 25, 1986 1

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1387-02	# REFRIG-RB	LEASE POOL	17835	0/00/00	0	0/00/00	0	0	USLX	3027
N=1										
1542-16	* TANK-210CI	ARCHER DANIELS MIDLAND	39550	77/12/01	16	83/09/30	2	6	USLX	21858
	TANK-210CI	ARCHER DANIELS MIDLAND	41076	77/12/01	16	83/09/30	2	6	USLX	22010
	TANK-210CI	ARCHER DANIELS MIDLAND	41104	77/12/01	16	83/09/30	2	6	USLX	22095
	TANK-210CI	ARCHER DANIELS MIDLAND	41138	77/12/01	16	83/09/30	2	6	USLX	22129
	TANK-210CI	ARCHER DANIELS MIDLAND	41162	77/12/01	16	83/09/30	2	6	USLX	22153
	TANK-210CI	ARCHER DANIELS MIDLAND	41168	77/12/01	16	83/09/30	2	6	USLX	22159
	TANK-210CI	ARCHER DANIELS MIDLAND	41515	77/12/01	16	83/09/30	2	6	USLX	22212
	TANK-210CI	ARCHER DANIELS MIDLAND	41532	77/12/01	16	83/09/30	2	6	USLX	22229
N=8										
1605-19	* COV HOP-LO	ALLIED CHEMICAL CORPORATION	38532	78/03/22	19	85/11/11	0	4	USLX	18320
N=1										
2008-10	* TANK-210CI	CONTINENTAL GRAIN COMPANY	41159	86/04/21	1	86/04/21	0	1	USLX	22150
N=1										
2008-11	* TANK-210CI	CONTINENTAL GRAIN COMPANY	41177	86/04/09	1	86/04/09	0	1	USLX	22168
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41178	86/04/09	1	86/04/09	0	1	USLX	22169
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41186	86/04/09	1	86/04/09	0	1	USLX	22177
N=3										
2008-12	* TANK-210CI	CONTINENTAL GRAIN COMPANY	41091	86/05/12	1	86/05/12	0	1	USLX	22025
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41198	86/05/12	1	86/05/12	0	1	USLX	22189
N=2										
2008-12	# TANK-210CI	LEASE POOL	39535	0/00/00	0	0/00/00	0	0	USLX	21839
	TANK-210CI	LEASE POOL	41504	0/00/00	0	0/00/00	0	0	USLX	22201
	TANK-210CI	LEASE POOL	41531	0/00/00	0	0/00/00	0	0	USLX	22228
N=3										

EXHIBIT B
COLLATERAL DELETIONS
AUGUST 31, 1986

18:31 MONDAY, AUGUST 25, 1986 2

LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2014-01	* TANK-235CI	GLOBAL PETROLEUM CORPORATION	40326	83/04/22	1	83/04/22	3	0	USLX	22031
	TANK-235CI	GLOBAL PETROLEUM CORPORATION	40571	83/04/22	1	83/04/22	3	0	USLX	22052
N=2										
2014-01	* TANK-235CI	LEASE POOL	40559	0/00/00	0	0/00/00	0	0	USLX	22040
	TANK-235CI	LEASE POOL	40590	0/00/00	0	0/00/00	0	0	USLX	22071
N=2										
2014-02	* TANK-235CI	GLOBAL PETROLEUM CORPORATION	40331	83/04/22	2	83/04/22	2	7	USLX	22036
N=1										
2014-02	* TANK-235CI	LEASE POOL	40575	0/00/00	0	0/00/00	0	0	USLX	22056
N=1										
2084-01	* GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40931	84/09/01	1	84/09/01	1	0	USLX	100195
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40977	84/09/01	1	84/09/01	1	0	USLX	100241
N=2										
2088-01	* COV HOP-LO	CANADIAN PACIFIC LTD	15433	84/08/01	1	84/08/01	2	8	USLX	439626
N=1										
2094-01	* GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37820	84/09/17	1	84/09/17	1	2	IAIS	643558
N=1										
2094-05	* GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37882	84/09/17	5	84/09/17	1	0	IAIS	643620
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37900	84/09/17	5	84/09/17	1	0	IAIS	643638
N=2										
2116-01	* BOX-XLI	COLUMBUS & GREENVILLE RAILWAY CO	39402	85/05/20	1	85/05/20	3	0	LNAC	5994
	BOX-XLI	COLUMBUS & GREENVILLE RAILWAY CO	39397	85/05/20	1	85/05/20	3	0	LNAC	5996
N=2										

EXHIBIT B
COLLATERAL DELETIONS
AUGUST 31, 1986

18:31 MONDAY, AUGUST 25, 1986 3

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2130-01	* TANK-210CI	VALLEY PRODUCTS COMPANY	37321	85/11/25	1	85/11/25	0	6	ERLX	103
	TANK-210CI	VALLEY PRODUCTS COMPANY	40634	85/11/25	1	85/11/25	0	6	USLX	22002
N=2										
2138-01	* TANK-235CI	NORTHEAST PETROLEUM	40581	86/01/24	1	86/01/24	2	0	USLX	22062
	TANK-235CI	NORTHEAST PETROLEUM	40584	86/01/24	1	86/01/24	2	0	USLX	22065
	TANK-235CI	NORTHEAST PETROLEUM	40589	86/01/24	1	86/01/24	2	0	USLX	22070
	TANK-235CI	NORTHEAST PETROLEUM	40077	86/01/24	1	86/01/24	2	0	USLX	22072
	TANK-235CI	NORTHEAST PETROLEUM	40082	86/01/24	1	86/01/24	2	0	USLX	22077
	TANK-235CI	NORTHEAST PETROLEUM	40084	86/01/24	1	86/01/24	2	0	USLX	22079
	TANK-235CI	NORTHEAST PETROLEUM	40085	86/01/24	1	86/01/24	2	0	USLX	22080

N=7

Total Collateral Deletions 8/86 = 42

EXHIBIT A
COLLATERAL ADDITIONS
AUGUST 31, 1986

10:31 MONDAY, AUGUST 25, 1986 4

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1467-03	* REFRIG-RB	PLYWOOD MARKETING ASSOC	17835	76/09/30	1	76/09/30	15	0	USLX	3027
N=1										
1542-16	#									
	TANK-210CI	LEASE POOL	41076	0/00/00	0	0/00/00	0	0	USLX	22010
	TANK-210CI	LEASE POOL	41104	0/00/00	0	0/00/00	0	0	USLX	22095
	TANK-210CI	LEASE POOL	41138	0/00/00	0	0/00/00	0	0	USLX	22129
	TANK-210CI	LEASE POOL	41515	0/00/00	0	0/00/00	0	0	USLX	22212
	TANK-210CI	LEASE POOL	41532	0/00/00	0	0/00/00	0	0	USLX	22229
N=5										
1605-19	# COV HOP-LO	LEASE POOL	38532	0/00/00	0	0/00/00	0	0	USLX	18320
N=1										
2008-10	# TANK-210CI	LEASE POOL	41159	0/00/00	0	0/00/00	0	0	USLX	22150
N=1										
2008-11	# TANK-210CI	LEASE POOL	41177	0/00/00	0	0/00/00	0	0	USLX	22168
	TANK-210CI	LEASE POOL	41178	0/00/00	0	0/00/00	0	0	USLX	22169
	TANK-210CI	LEASE POOL	41186	0/00/00	0	0/00/00	0	0	USLX	22177
N=3										
2008-12	# TANK-210CI	LEASE POOL	41091	0/00/00	0	0/00/00	0	0	USLX	22025
	TANK-210CI	LEASE POOL	41198	0/00/00	0	0/00/00	0	0	USLX	22189
N=2										
2008-15	* TANK-210CI	CONTINENTAL GRAIN COMPANY	39550	86/08/12	15	86/08/12	0	3	USLX	21858
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41162	86/08/12	15	86/08/12	0	3	USLX	22153
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41168	86/08/12	15	86/08/12	0	3	USLX	22159
N=3										
2014-01	# TANK-235CI	LEASE POOL	40326	0/00/00	0	0/00/00	0	0	USLX	22031
	TANK-235CI	LEASE POOL	40571	0/00/00	0	0/00/00	0	0	USLX	22052
N=2										
2014-02	# TANK-235CI	LEASE POOL	40331	0/00/00	0	0/00/00	0	0	USLX	22036
N=1										

EXHIBIT A
COLLATERAL ADDITIONS
AUGUST 31, 1984

18:31 MONDAY, AUGUST 25, 1986 5

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2083-07	* TANK-235CI	PROCTER & GAMBLE MFG CO	40559	84/07/11	7	86/06/05	3	0	USLX	22040
	TANK-235CI	PROCTER & GAMBLE MFG CO	40575	84/07/11	7	86/06/05	3	0	USLX	22056
	TANK-235CI	PROCTER & GAMBLE MFG CO	40581	84/07/11	7	86/06/05	3	0	USLX	22062
	TANK-235CI	PROCTER & GAMBLE MFG CO	40590	84/07/11	7	86/06/05	3	0	USLX	22071
	TANK-235CI	PROCTER & GAMBLE MFG CO	40077	84/07/11	7	86/06/05	3	0	USLX	22072
	TANK-235CI	PROCTER & GAMBLE MFG CO	40082	84/07/11	7	86/06/05	3	0	USLX	22077
N=6										
2084-01	* GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40931	84/09/01	1	84/09/01	2	6	FRDN	100195
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40977	84/09/01	1	84/09/01	2	6	FRDN	100241
N=2										
2088-01	* COV HOP-LO	LEASE POOL	15433	0/00/00	0	0/00/00	0	0	USLX	439626
N=1										
2094-01	* GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37820	84/09/17	1	84/09/17	1	2	MRCX	643558
N=1										
2094-05	* GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37882	84/09/17	5	84/09/17	1	0	MRCX	643620
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37900	84/09/17	5	84/09/17	1	0	MRCX	643638
N=2										
2100-06	* TANK-210CI	CIBA-GEIGY CORPORATION	37321	84/11/08	6	86/06/25	0	6	ERLX	103
	TANK-210CI	CIBA-GEIGY CORPORATION	39535	84/11/08	6	86/06/25	0	6	USLX	21839
	TANK-210CI	CIBA-GEIGY CORPORATION	40634	84/11/08	6	86/06/25	0	6	USLX	22002
	TANK-210CI	CIBA-GEIGY CORPORATION	41504	84/11/08	6	86/06/25	0	6	USLX	22201
	TANK-210CI	CIBA-GEIGY CORPORATION	41531	84/11/08	6	86/06/25	0	6	USLX	22228
N=5										
2116-01	* BOX-XLI	COLUMBUS & GREENVILLE RAILWAY CO	39402	85/05/20	1	85/05/20	3	0	CAGY	1404
	BOX-XLI	COLUMBUS & GREENVILLE RAILWAY CO	39397	85/05/20	1	85/05/20	3	0	CAGY	1405
N=2										

EXHIBIT A
COLLATERAL ADDITIONS
AUGUST 31, 1986

18:31 MONDAY, AUGUST 25, 1986 6

LOT NUMBER #	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2138-01										
		TANK-235CI LEASE POOL	40584	0/00/00	0	0/00/00	0	0	USLX	22065
		TANK-235CI LEASE POOL	40589	0/00/00	0	0/00/00	0	0	USLX	22070
		TANK-235CI LEASE POOL	40084	0/00/00	0	0/00/00	0	0	USLX	22079
		TANK-235CI LEASE POOL	40085	0/00/00	0	0/00/00	0	0	USLX	22080

N= 4

Total Collateral Additions 8/86 = 42

Interstate Commerce Commission

Washington, D.C. 20423

9/22/86

OFFICE OF THE SECRETARY

Gerald E. Beatty
Rosenthal & Schanfield
55 East Monroe St.
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/22/86 at 12:45pm and assigned re-
recording number(s). 14059-VVV & 14059-WWW

Sincerely yours,

Noreta K. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 14059-VVV Filed & Recorded

SEP 22 1985 12- 4 5 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of September, 1986, by and between EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the "Borrower"), and MANUFACTURERS HANOVER TRUST COMPANY, as Successor Agent (herein called the "Agent").

W I T N E S S E T H :

WHEREAS, the Borrower and the Agent have entered into an Amended and Restated Security Agreement, dated as of June 30, 1984, recorded with the Interstate Commerce Commission on October 4, 1984 under Recordation No. 14059-S (herein, as amended or otherwise modified from time to time, called the "Security Agreement"), pursuant to which the Borrower has granted to the Agent for the benefit of various lenders (herein called the "Lenders") a security interest in certain property of the Borrower (herein called the "Collateral");

WHEREAS, pursuant to the terms of Section 4.1(a) (iv) of the Security Agreement, the Borrower is required to execute and deliver this Amendment to the Security Agreement to and with the Agent.

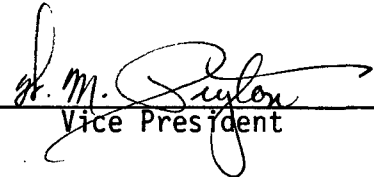
NOW, THEREFORE, in consideration of the mutual covenants and agreements of the parties and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed as follows:

1. The reporting marks and lessees as to certain Cars (as defined in the Security Agreement) have changed, therefore the line items from Schedule 1 to the Security Agreement listed on Exhibit B hereto are hereby replaced by the line items on Exhibit A.

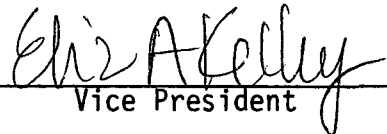
2. Except as hereby amended the Security Agreement remains in full force and effect, and the Security Agreement as hereby amended is ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective authorized officers as of the day and year first written above.

EVANS RAILCAR LEASING COMPANY

By: 
Vice President

MANUFACTURERS HANOVER TRUST
COMPANY, as Agent

By: 
Vice President

STATE OF ILLINOIS)
)
COUNTY OF COOK)

I, Robert Sherman a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that William M. Peyton personally known to me to be a Vice President of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, and personally knows to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 1 day of September, 1986.

Robert Sherman
Notary Public

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES AUG 2, 1987
ISSUED THRU ILL. NOTARY ASSOC.

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

I, Kathleen Green a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Elizabeth A. Kelley personally known to me to be a Vice President of MANUFACTURERS HANOVER TRUST COMPANY, a New York Bank Corporation, and personally knows to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 12 day of September, 1986.

KATHLEEN GREEN
Notary Public, State of New York
No. 4843854
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1987

Kathleen Green
Notary Public

LOT NUMBER	* #	CAR TYPE***	LESSEE NAME **	INTERNAL I. D. NUMBER*	MASTER LEASE DATE **	SCHEDULE NUMBER **	SCHEDULE DATE **	TERM YEAR **	TERM MONTH **	PREFIX **	CAR NUMBER**
-----	-	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----

Column headings on each of the following pages shall be deemed to be subject to the same footnotes as on this page.

* Appears on internal records of Borrower only.

** Subject to change from time to time.

*** Same designation may appear on more than one car (initials are the AAR mechanical designations).

EXHIBIT B
COLLATERAL DELETIONS
AUGUST 31, 1986

18:31 MONDAY, AUGUST 25, 1986 1

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1387-02	# REFRIG-RB	LEASE POOL	17835	0/00/00	0	0/00/00	0	0	USLX	3027
N=1										
1542-16	* TANK-210CI	ARCHER DANIELS MIDLAND	39550	77/12/01	16	83/09/30	2	6	USLX	21858
	TANK-210CI	ARCHER DANIELS MIDLAND	41076	77/12/01	16	83/09/30	2	6	USLX	22010
	TANK-210CI	ARCHER DANIELS MIDLAND	41104	77/12/01	16	83/09/30	2	6	USLX	22095
	TANK-210CI	ARCHER DANIELS MIDLAND	41138	77/12/01	16	83/09/30	2	6	USLX	22129
	TANK-210CI	ARCHER DANIELS MIDLAND	41162	77/12/01	16	83/09/30	2	6	USLX	22153
	TANK-210CI	ARCHER DANIELS MIDLAND	41168	77/12/01	16	83/09/30	2	6	USLX	22159
	TANK-210CI	ARCHER DANIELS MIDLAND	41515	77/12/01	16	83/09/30	2	6	USLX	22212
	TANK-210CI	ARCHER DANIELS MIDLAND	41532	77/12/01	16	83/09/30	2	6	USLX	22229
N=8										
1605-19	* COV HOP-LO	ALLIED CHEMICAL CORPORATION	38532	78/03/22	19	85/11/11	0	4	USLX	18320
N=1										
2008-10	* TANK-210CI	CONTINENTAL GRAIN COMPANY	41159	86/04/21	1	86/04/21	0	1	USLX	22150
N=1										
2008-11	* TANK-210CI	CONTINENTAL GRAIN COMPANY	41177	86/04/09	1	86/04/09	0	1	USLX	22168
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41178	86/04/09	1	86/04/09	0	1	USLX	22169
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41186	86/04/09	1	86/04/09	0	1	USLX	22177
N=3										
2008-12	* TANK-210CI	CONTINENTAL GRAIN COMPANY	41091	86/05/12	1	86/05/12	0	1	USLX	22025
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41198	86/05/12	1	86/05/12	0	1	USLX	22189
N=2										
2008-12	# TANK-210CI	LEASE POOL	39535	0/00/00	0	0/00/00	0	0	USLX	21839
	TANK-210CI	LEASE POOL	41504	0/00/00	0	0/00/00	0	0	USLX	22201
	TANK-210CI	LEASE POOL	41531	0/00/00	0	0/00/00	0	0	USLX	22228
N=3										

EXHIBIT B
COLLATERAL DELETIONS
AUGUST 31, 1986

18:31 MONDAY, AUGUST 25, 1986 2

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2014-01	* TANK-235CI	GLOBAL PETROLEUM CORPORATION	40326	83/04/22	1	83/04/22	3	0	USLX	22031
	TANK-235CI	GLOBAL PETROLEUM CORPORATION	40571	83/04/22	1	83/04/22	3	0	USLX	22052
N=2										
2014-01	* TANK-235CI	LEASE POOL	40559	0/00/00	0	0/00/00	0	0	USLX	22040
	TANK-235CI	LEASE POOL	40590	0/00/00	0	0/00/00	0	0	USLX	22071
N=2										
2014-02	* TANK-235CI	GLOBAL PETROLEUM CORPORATION	40331	83/04/22	2	83/04/22	2	7	USLX	22036
N=1										
2014-02	* TANK-235CI	LEASE POOL	40575	0/00/00	0	0/00/00	0	0	USLX	22056
N=1										
2084-01	* GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40931	84/09/01	1	84/09/01	1	0	USLX	100195
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40977	84/09/01	1	84/09/01	1	0	USLX	100241
N=2										
2088-01	* COV HOP-LO	CANADIAN PACIFIC LTD	15433	84/08/01	1	84/08/01	2	8	USLX	439626
N=1										
2094-01	* GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37820	84/09/17	1	84/09/17	1	2	IAIS	643558
N=1										
2094-05	* GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37882	84/09/17	5	84/09/17	1	0	IAIS	643620
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37900	84/09/17	5	84/09/17	1	0	IAIS	643638
N=2										
2116-01	* BOX-XLI	COLUMBUS & GREENVILLE RAILWAY CO	39402	85/05/20	1	85/05/20	3	0	LNAC	5994
	BOX-XLI	COLUMBUS & GREENVILLE RAILWAY CO	39397	85/05/20	1	85/05/20	3	0	LNAC	5996
N=2										

EXHIBIT B
COLLATERAL DELETIONS
AUGUST 31, 1986

18:31 MONDAY, AUGUST 25, 1986 3

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2130-01	* TANK-210CI	VALLEY PRODUCTS COMPANY	37321	85/11/25	1	85/11/25	0	6	ERLX	103
	TANK-210CI	VALLEY PRODUCTS COMPANY	40634	85/11/25	1	85/11/25	0	6	USLX	22002
N=2										
2138-01	* TANK-235CI	NORTHEAST PETROLEUM	40581	86/01/24	1	86/01/24	2	0	USLX	22062
	TANK-235CI	NORTHEAST PETROLEUM	40584	86/01/24	1	86/01/24	2	0	USLX	22065
	TANK-235CI	NORTHEAST PETROLEUM	40589	86/01/24	1	86/01/24	2	0	USLX	22070
	TANK-235CI	NORTHEAST PETROLEUM	40077	86/01/24	1	86/01/24	2	0	USLX	22072
	TANK-235CI	NORTHEAST PETROLEUM	40082	86/01/24	1	86/01/24	2	0	USLX	22077
	TANK-235CI	NORTHEAST PETROLEUM	40084	86/01/24	1	86/01/24	2	0	USLX	22079
	TANK-235CI	NORTHEAST PETROLEUM	40085	86/01/24	1	86/01/24	2	0	USLX	22080

N=7

Total Collateral Deletions 8/86 = 42

EXHIBIT A
COLLATERAL ADDITIONS
AUGUST 31, 1986

18:31 MONDAY, AUGUST 25, 1986 4

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1467-03	* REFRIG-RB	PLYWOOD MARKETING ASSOC	17835	76/09/30	1	76/09/30	15	0	USLX	3027
N=1										
1542-16	‡									
	TANK-210CI	LEASE POOL	41076	0/00/00	0	0/00/00	0	0	USLX	22010
	TANK-210CI	LEASE POOL	41104	0/00/00	0	0/00/00	0	0	USLX	22095
	TANK-210CI	LEASE POOL	41138	0/00/00	0	0/00/00	0	0	USLX	22129
	TANK-210CI	LEASE POOL	41515	0/00/00	0	0/00/00	0	0	USLX	22212
	TANK-210CI	LEASE POOL	41532	0/00/00	0	0/00/00	0	0	USLX	22229
N=5										
1605-19	‡	COV HOP-LO LEASE POOL	38532	0/00/00	0	0/00/00	0	0	USLX	18320
N=1										
2008-10	‡	TANK-210CI LEASE POOL	41159	0/00/00	0	0/00/00	0	0	USLX	22150
N=1										
2008-11	‡	TANK-210CI LEASE POOL	41177	0/00/00	0	0/00/00	0	0	USLX	22168
	TANK-210CI	LEASE POOL	41178	0/00/00	0	0/00/00	0	0	USLX	22169
	TANK-210CI	LEASE POOL	41186	0/00/00	0	0/00/00	0	0	USLX	22177
N=3										
2008-12	‡	TANK-210CI LEASE POOL	41091	0/00/00	0	0/00/00	0	0	USLX	22025
	TANK-210CI	LEASE POOL	41198	0/00/00	0	0/00/00	0	0	USLX	22189
N=2										
2008-15	*	TANK-210CI CONTINENTAL GRAIN COMPANY	39550	86/08/12	15	86/08/12	0	3	USLX	21858
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41162	86/08/12	15	86/08/12	0	3	USLX	22153
	TANK-210CI	CONTINENTAL GRAIN COMPANY	41168	86/08/12	15	86/08/12	0	3	USLX	22159
N=3										
2014-01	‡	TANK-235CI LEASE POOL	40326	0/00/00	0	0/00/00	0	0	USLX	22031
	TANK-235CI	LEASE POOL	40571	0/00/00	0	0/00/00	0	0	USLX	22052
N=2										
2014-02	‡	TANK-235CI LEASE POOL	40331	0/00/00	0	0/00/00	0	0	USLX	22036
N=1										

EXHIBIT A
COLLATERAL ADDITIONS
AUGUST 31, 1986

10:31 MONDAY, AUGUST 25, 1986 5

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2083-07	* TANK-235CI	PROCTER & GAMBLE MFG CO	40559	84/07/11	7	86/06/05	3	0	USLX	22040
	TANK-235CI	PROCTER & GAMBLE MFG CO	40575	84/07/11	7	86/06/05	3	0	USLX	22056
	TANK-235CI	PROCTER & GAMBLE MFG CO	40581	84/07/11	7	86/06/05	3	0	USLX	22062
	TANK-235CI	PROCTER & GAMBLE MFG CO	40590	84/07/11	7	86/06/05	3	0	USLX	22071
	TANK-235CI	PROCTER & GAMBLE MFG CO	40077	84/07/11	7	86/06/05	3	0	USLX	22072
	TANK-235CI	PROCTER & GAMBLE MFG CO	40082	84/07/11	7	86/06/05	3	0	USLX	22077
N=6										
2084-01	* GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40931	84/09/01	1	84/09/01	2	6	FRDN	100195
	GONDOLA-GB	SOUTHERN PACIFIC TRANSPORTATION CO	40977	84/09/01	1	84/09/01	2	6	FRDN	100241
N=2										
2088-01	* COV HOP-LO	LEASE POOL	15433	0/00/00	0	0/00/00	0	0	USLX	439626
N=1										
2094-01	* GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37820	84/09/17	1	84/09/17	1	2	MRCX	643558
N=1										
2094-05	* GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37882	84/09/17	5	84/09/17	1	0	MRCX	643620
	GONDOLA-GB	IOWA INTERSTATE RAILROAD CO	37900	84/09/17	5	84/09/17	1	0	MRCX	643638
N=2										
2100-06	* TANK-210CI	CIBA-GEIGY CORPORATION	37321	84/11/08	6	86/06/25	0	6	ERLX	103
	TANK-210CI	CIBA-GEIGY CORPORATION	39535	84/11/08	6	86/06/25	0	6	USLX	21839
	TANK-210CI	CIBA-GEIGY CORPORATION	40634	84/11/08	6	86/06/25	0	6	USLX	22002
	TANK-210CI	CIBA-GEIGY CORPORATION	41504	84/11/08	6	86/06/25	0	6	USLX	22201
	TANK-210CI	CIBA-GEIGY CORPORATION	41531	84/11/08	6	86/06/25	0	6	USLX	22228
N=5										
2116-01	* BOX-XLI	COLUMBUS & GREENVILLE RAILWAY CO	39402	85/05/20	1	85/05/20	3	0	CAGY	1404
	BOX-XLI	COLUMBUS & GREENVILLE RAILWAY CO	39397	85/05/20	1	85/05/20	3	0	CAGY	1405
N=2										

EXHIBIT A
COLLATERAL ADDITIONS
AUGUST 31, 1986

18:31 MONDAY, AUGUST 25, 1986 6

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2138-01	TANK-235CI	LEASE POOL	40584	0/00/00	0	0/00/00	0	0	USLX	22065
	TANK-235CI	LEASE POOL	40589	0/00/00	0	0/00/00	0	0	USLX	22070
	TANK-235CI	LEASE POOL	40084	0/00/00	0	0/00/00	0	0	USLX	22079
	TANK-235CI	LEASE POOL	40085	0/00/00	0	0/00/00	0	0	USLX	22080

N= 4

Total Collateral Additions 8/86 = 42